

HELM-PACIFIC LEASING

JOINT VENTURE

One Embarcadero Center • San Francisco, CA 94111
415/398-4510
FAX 415/398-4816

April 28, 2005

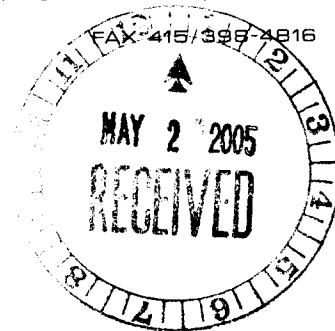
Mr. Vernon Williams
Secretary
Surface Transportation Board
1925 K Street, N.W.
Washington, D.C. 20006

RECORDATION NO. 22357-C FILED

MAY 02 '05

4-48 PM

SURFACE TRANSPORTATION BOARD



RE: Termination of Schedules to Master Lease Agreement dated as of April 15, 2005 by Helm-Pacific Leasing ("**Termination**").

Dear Mr. Williams:

On behalf of Helm-Pacific Leasing, I submit for filing and recording, under 49 U.S.C. Section 11303(a) and the regulations promulgated thereunder the following document:

Two (2) fully-executed originals of the above-referenced Termination.

In connection with the recording of the Termination, please note the following information:

Name and Address of Lessor:

Helm-Pacific Leasing
c/o Helm Pacific Corporation
One Embarcadero Center, Suite 3700
San Francisco, CA 94111

Name and Address of Lessee:

TFM, S.A. DE C.V.
Av. Manuel L. Barragan 4850 Norte
Colonia Hidalgo
C.P. 64420 Monterrey, N.L., Mexico

Equipment:

1,279 Autoracks
TNM 6000-7278

Please record this Termination as a supplemental agreement to STB Recordation No. 22357 filed on August 26, 1999 and 22357-A filed on November 1, 1999. The filing fee of \$32.00 is included in our enclosed check.

Summary: Termination of Schedules to Master Lease Agreement dated as of April 15, 2005 by Helm-Pacific Leasing, for 1,279 autoracks, TNM 6000-7278, to be filed as a supplemental agreement. Please file this Termination as a supplemental agreement to STB Recordation No. 22357.

Yours truly,

Sharon L. Van Fossan
Supervisor Contract Administration

/svf
Enclosures (2)

TERMINATION OF SCHEDULES TO MASTER LEASE AGREEMENT

THIS TERMINATION OF SCHEDULES TO MASTER LEASE AGREEMENT ("Termination") is dated as of April 15, 2005 by HELM-PACIFIC LEASING, a Nebraska general partnership ("Lessor").

1. **Recitals.** Lessor entered into Schedule No. 3 dated as of August 2, 1999 and Schedule No. 4 dated as of September 30, 1999 to the Master Lease Agreement dated as of March 24, 1998 ("Lease") with TFM, S.A. de C.V., a Mexican corporation, with respect to the one thousand two hundred seventy-nine (1,279) autoracks more fully described in Schedule A attached hereto. The Lease is on file at the Surface Transportation Board ("STB") of the Department of Transportation, under STB Recordation Nos. 22357 filed on August 26, 1999 and 22357-A filed on November 1, 1999.

The Lease was terminated as of December 31, 2003. The purpose of this Termination is to provide a formal termination document for filing with the STB.

2. **Termination.** The Lease is hereby formally terminated.

IN WITNESS WHEREOF, Lessor, pursuant to due corporate authority, has caused this Termination to be signed in its corporate name as of the date first above written.

LESSOR

HELM-PACIFIC LEASING

By: Helm Pacific Corporation,
a General Partner

By: Union Pacific Venture Leasing, Incorporated,
a General Partner

By: John F. Dains
Name: John F. Dains
Title: President

By: Edward J. Weber
Name: Edward J. Weber
Title: President

RECORDATION NO. 22357-C FILED

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SURFACE TRANSPORTATION BOARD

STATE OF CALIFORNIA)
) S.S.
COUNTY OF SAN FRANCISCO)

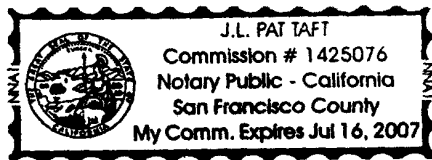
On April 15th, 2005, before me, J. L. Pat Taft, personally appeared John F. Dains, President of **HELM-PACIFIC CORPORATION**,

X personally known to me -OR-

_____ proved to me on the basis of satisfactory evidence

to be the person(s) whose name(s) is/are subscribed to the within instrument and acknowledged to me that he/she/they executed the same in his/her/their authorized capacity(ies), and that by his/her/their signature(s) on the instrument the person(s), or the entity upon behalf of which the person(s) acted, executed the instrument.

Witness my hand and official seal.



J. L. Pat Taft
SIGNATURE OF THE NOTARY

[Notarial Seal]

STATE OF NEBRASKA)
) S.S.
COUNTY OF DOUGLAS)

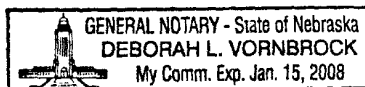
On April 21, 2005, before me, Deborah L. Vornbrock, personally appeared Edward J. Weber, President of **UNION PACIFIC VENTURE LEASING, INCORPORATED**,

_____ personally known to me -OR-

X proved to me on the basis of satisfactory evidence

to be the person(s) whose name(s) is/are subscribed to the within instrument and acknowledged to me that he/she/they executed the same in his/her/their authorized capacity(ies), and that by his/her/their signature(s) on the instrument the person(s), or the entity upon behalf of which the person(s) acted, executed the instrument.

Witness my hand and official seal.



Deborah L. Vornbrock
SIGNATURE OF THE NOTARY

[Notarial Seal]

SCHEDULE A

**To the Termination of Schedules to Master Lease
dated April 15, 2005**

THE UNITS

One thousand two hundred seventy-nine (1,279), bi-level autoracks manufactured by Thrall Car Manufacturing Company in 1999 bearing the TNM mark, mounted on flatcars bearing the TTX mark.

Reporting Mark and Numbers for the Bi-Level Autoracks:

TNM 6000-7278